

LAW OFFICES

# ROSS & HARDIES

A PARTNERSHIP INCLUDING PROFESSIONAL CORPORATIONS

150 NORTH MICHIGAN AVENUE

CHICAGO, ILLINOIS 60601-7567

312-558-1000

November 22, 1989

TWX NUMBER  
910-221-1154

TELECOPIER  
312-750-8600

529 FIFTH AVENUE  
NEW YORK, NEW YORK 10017-4608  
212-949-7075

580 HOWARD AVENUE  
SOMERSET, NEW JERSEY 08875-6739  
201-563-2700

888 16TH STREET, N.W.  
WASHINGTON, D.C. 20006-4103  
202-296-8600

SUSAN G. LICHTENFELD

## FEDERAL EXPRESS

9-332A004

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
12th Street and Constitution Ave., N.W.  
Washington, D.C. 20423

16629  
RECORDATION NO. FILED 1425

NOV 28 1989 -10 05 AM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are one original executed copy and three photostatic copies of a Bill of Sale, dated as of November 22, 1989, a primary document as defined in the Commission's Rules for the Recordation of Documents.

The name and address of the parties to the enclosed documents are:

Seller: The Pittsburgh and Lake Erie  
Railroad Company  
Commerce Court  
4 Station Square  
Pittsburgh, PA 15219

Buyer: U.S. Railcar, Inc.  
2333 Waukegan Road  
Bannockburn, IL 60015

A description of the railroad equipment covered by the enclosed document is set forth therein.

Also enclosed is a check in the amount of \$15.00 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return the stamped original and two stamped photostatic copies of the enclosed document and the stamped

*Lawrence E. Ross*  
*Chambers*

Noreta R. McGee  
November 22, 1989  
Page 2

photostatic copy of this letter to Susan Lichtenfeld, Ross & Hardies, 150 N. Michigan Avenue, Chicago, Illinois 60601.

Following is a short summary of the enclosed document:

Document to be Recorded

Bill of Sale dated as of November 22, 1989 from The Pittsburgh and Lake Erie Railroad Company, Seller, to U.S. Railcar, Inc., Buyer, covering the railcars listed therein.

Very truly yours,

  
Susan G. Lichtenfeld

SGL:tk  
Enclosure

cc: Gordon E. Neuenschwander  
G. Edward Yurcon  
C. R. Holley  
J. E. Lenart  
Robert W. Kleinman  
Michael M. Hopkins  
Jeffrey B. Schamis

**Interstate Commerce Commission**  
Washington, D.C. 20423

11/28/89

OFFICE OF THE SECRETARY

Susan G. Lightenfeld  
Ross & Hardies  
150 North Michigan Avenue  
Chicago, Illinois 60601-7567

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 11/28/89 at 10:05am and assigned recordation number(s). 12128-FF, 12317-CCC, 14696-FFF & 16629

Sincerely yours,



Noreta R. McGee  
Secretary

Enclosure(s)

16629

RECORDATION NO. \_\_\_\_\_ FILED 1425

NOV 28 1989 -10 05 AM

**INTERSTATE COMMERCE COMMISSION**

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, THE PITTSBURGH AND LAKE ERIE RAILROAD COMPANY (the "Company") does hereby sell, assign and transfer unto U.S. RAILCAR, INC. ("Buyer"), and its successors and assigns, all of its right, title, and interest in and to the units of railroad rolling stock described in Appendix A hereto (the "Equipment").

The Company hereby warrants that it has good and marketable title to the Equipment and that the Company's title thereto is free from all liens and encumbrances. The Company further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims. THE FOREGOING WARRANTY OF TITLE IS EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF THE COMPANY, WHETHER WRITTEN, ORAL OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HEREWITH, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT. The description of the Equipment set forth in Appendix A hereto is for the sole purpose of identification and is not part of the basis of the bargain.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of this 28<sup>th</sup> day of November, 1989.

THE PITTSBURGH AND LAKE ERIE  
RAILROAD COMPANY

By:

PRESIDENT

Title:

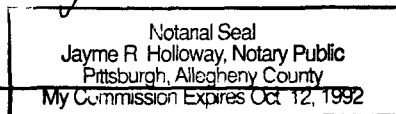
COMMONWEALTH OF PENNSYLVANIA )  
 ) SS.  
COUNTY OF ALLEGHENY )

On this 22nd day of November, 1989, before me, the subscriber, Jayme R. Holloway, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named G. E. Neuenschwander to me personally known, who stated and acknowledged that he is the PRESIDENT of The Pittsburgh and Lake Erie Railroad Company, a Delaware corporation, and duly authorized by authority of the board of directors or by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 22nd day of November, 1989.

Jayme R. Holloway  
Notary Public

My commission expires: \_\_\_\_\_



Member, Pennsylvania Association of Notaries

APPENDIX A

93 Covered Gondolas

PLE 44000	PLE 44317	PLE 44365
PLE 44001	PLE 44319	PLE 44370
PLE 44002	PLE 44320	PLE 44371
PLE 44003	PLE 44321	PLE 44373
PLE 44004	PLE 44322	PLE 44376
PLE 44006	PLE 44323	PLE 44377
PLE 44007	PLE 44325	PLE 44380
PLE 44008	PLE 44326	PLE 44381
PLE 44009	PLE 44327	PLE 44382
PLE 44010	PLE 44329	PLE 44384
PLE 44011	PLE 44331	PLE 44385
PLE 44012	PLE 44332	PLE 44386
PLE 44013	PLE 44334	PLE 44387
PLE 44014	PLE 44335	PLE 44390
PLE 44016	PLE 44336	PLE 44391
PLE 44017	PLE 44337	PLE 44392
PLE 44020	PLE 44338	PLE 44393
PLE 44021	PLE 44339	PLE 44394
PLE 44022	PLE 44342	PLE 44396
PLE 44035	PLE 44343	PLE 44397
PLE 44300	PLE 44344	PLE 44398
PLE 44301	PLE 44348	PLE 44399
PLE 44302	PLE 44351	PLE 44400
PLE 44304	PLE 44352	PLE 44401
PLE 44306	PLE 44353	PLE 44402
PLE 44307	PLE 44354	PLE 44409
PLE 44308	PLE 44357	PLE 44418
PLE 44310	PLE 44358	PLE 44419
PLE 44312	PLE 44359	PLE 44422
PLE 44314	PLE 44360	PLE 44423
PLE 44316	PLE 44361	PLE 44424